

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

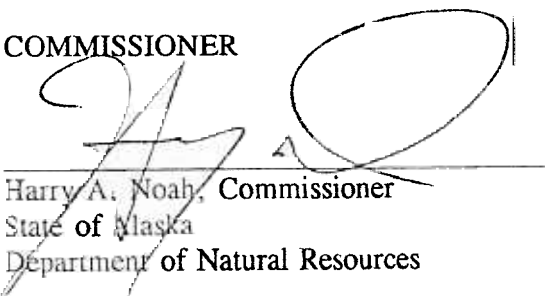
This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 2 day of June, 1994 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska, 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 26.08 acres of land within the Barrow Recording District for Spur Dikes 6, 7, and 8 located at Pipeline Milepost 46.5 - 48.5 and milepost 370.6 of the Dalton Highway. These lands are situated within Sections 14 and 23 of Township 3 North, Range 14 East, Umiat Meridian, Alaska as depicted on the as-built drawing entitled Proposed R.O.W. Spur Dike 6, 7, 8; M.P. 46.5 - M.P. 48.5 dated January 6, 1994. The areas to be added are labeled on the drawing as "Proposed Spur Dike Right-of-Way" and "Proposed Right-of-Way" at Spur Dike #6, Spur Dike #7 with guide bank and Spur Dike #8.

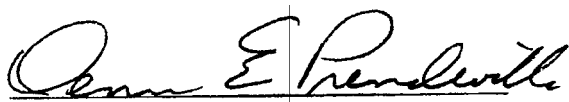
NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the lands depicted on the drawing dated January 6, 1994, Exhibit A, attached and made a part hereof. The lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER


Harry A. Noah, Commissioner
State of Alaska
Department of Natural Resources

LESSEE


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

THIRD JUDICIAL DISTRICT) ss.

THIS IS TO CERTIFY that on the 2 day of June ^{6/2/94}, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

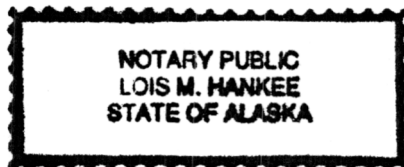
Barbara J. Champion
Notary Public in and for the State of Alaska
My Commission expires 8/17/97

STATE OF ALASKA

THIRD JUDICIAL DISTRICT) ss.

THIS IS TO CERTIFY that on the 17th day of May, 1994, before me, personally appeared Dennis E. Branderath, who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.



Lois M Hankee
Notary Public in and for the State of Alaska
My Commission expires 8-14-97